



CORPORATION SERVICE COMPANY*

RECORDATION NO. 22965-0 FILED

JUL 25 '05

3-45 PM



July 22, 2005

Barbara Saddler
Surface Transportation Board
Recordation Office
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SURFACE TRANSPORTATION BOARD

RE: 145593-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of February 2, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **SALT RIVER PIMA-MARICOPA INDIAN COMMUNITY DBA
PHOENIX CEMENT CORPORATION**
8800 East Chaparral Road, Suite 155 Scottsdale, AZ 85250

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **SALT RIVER PIMA-MARICOPA INDIAN COMMUNITY DBA PHOENIX CEMENT CORPORATION** covering 40 hopper cars with reporting marks and numbers – CEFX 96379 – CEFX 96418 – INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #22965 dated 06/26/00 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 2TH day of Feb., 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and SALT RIVER PIMA – MARICOPA INDIAN COMMUNITY d/b/a PHOENIX CEMENT CORPORATION, a Sovereign Nation, with an address at 8800 EAST CHAPARRAL ROAD, SUITE 155, SCOTTSDALE, AZ 85250-2618 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of June 8, 2000 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on June 23, 2000 and given Recordation Number 22965.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

SALT RIVER PIMA – MARICOPA INDIAN COMMUNITY d/b/a PHOENIX CEMENT COMPANY

By: DALE DILLON
Name: DALE DILLON
Title: VICE PRESIDENT OPERATIONS

Schedule A

Number of Cars

Equipment Description

40 3,230 C.F., P.D. covered hopper car

1	CEFX	96379
2	CEFX	96380
3	CEFX	96381
4	CEFX	96382
5	CEFX	96383
6	CEFX	96384
7	CEFX	96385
8	CEFX	96386
9	CEFX	96387
10	CEFX	96388
11	CEFX	96389
12	CEFX	96390
13	CEFX	96391
14	CEFX	96392
15	CEFX	96393
16	CEFX	96394
17	CEFX	96395
18	CEFX	96396
19	CEFX	96397
20	CEFX	96398
21	CEFX	96399
22	CEFX	96400
23	CEFX	96401
24	CEFX	96402
25	CEFX	96403
26	CEFX	96404
27	CEFX	96405
28	CEFX	96406
29	CEFX	96407
30	CEFX	96408
31	CEFX	96409
32	CEFX	96410
33	CEFX	96411
34	CEFX	96412
35	CEFX	96413
36	CEFX	96414
37	CEFX	96415
38	CEFX	96416
39	CEFX	96417
40	CEFX	96418